Form (2)

Sr.No. 224-F
Date 26-3-2016

Republic of the Union of Myanmar
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR
The Myanmar Investment Commission
PERMIT

Permit No. 1105/2016 Date 26th March, 2016

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter PERMANENT SECRETARY, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO.6, NAY PYI TAW

(d) Name and Address of Principal Organization BUILDING NO.6, MINISTRY OF ENERGY, NAY PYI TAW

(e) Place of Incorporation MYANMAR

(f) Type of Investment Business IMPORTING, STORAGE, BOTTLING AND DISTRIBUTION OF LIQUEFIED PETROLEUM GAS

(g) Place(s) at which Investment is permitted YANGON REGION, THANLYIN TOWNSHIP, BOGYOKE VILLAGE TRACT, PLOT NO. 672, WEST KYAUNG GONE KWIN, HOLDING NO. 12, 13, 14 and 15/2, 22.11 ACRES AND PLOT NO.675-KA, HOLDING NO. 11, 9.67 ACRES, TOTAL 31.78 ACRES

(h) Amount of Foreign Capital US$ 48.00 MILLION

(i) Period for Foreign Capital brought in WITHIN TWO YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) US$ 60.00 MILLION (INCLUDING US$ 48 MILLION)

(k) Construction Period 3 YEARS

(l) Permitted duration of investment 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar ASIA AVA GAS COMPANY LIMITED

26/3

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် - ၁၁၀၅/၂၀၁၆ ၂၀၁၆ ခုနှစ် မတ်လ ၂၆ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ-၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) **ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည်** အမြဲတမ်းအတွင်းဝန်၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) **နိုင်ငံသား** မြန်မာ

(ဂ) **နေရပ်လိပ်စာ** ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) **ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ** ရုံးအမှတ် (၆)၊ စွမ်းအင်ဝန်ကြီးဌာန၊ နေပြည်တော်

(င) **ဖွဲ့စည်းရာအရပ်** မြန်မာနိုင်ငံ

(စ) **ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား** LPG ဓာတ်ငွေ့ရည်ဆိပ်ကမ်း တည်ဆောက်၍ LPG ဓာတ်ငွေ့ရည်တင်သွင်းခြင်း၊ သိုလှောင်ခြင်းနှင့် ဖြန့်ဖြူး ရောင်းချခြင်းလုပ်ငန်း

(ဆ) **ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ)** ရန်ကုန်တိုင်းဒေသကြီး၊ သန်လျင်မြို့နယ်၊ ဗိုလ်ချုပ်ကျေးရွာအုပ်စု၊ ကွင်းအမှတ်-၆၇၂၊ ကျောင်းကုန်းအနောက်ကွင်း၊ ဦးပိုင်အမှတ် - ၁၂၊ ၁၃၊ ၁၄ နှင့် ၁၅/၂ ရှိ မြေ ၂၂.၁၁ ဧကနှင့် ကွင်းအမှတ် ၆၇၅-က၊ ဗိုလ်ချုပ်တောင်ကွင်း၊ ဦးပိုင်အမှတ်-၁၁ ရှိ မြေ ၉.၆၇ ဧက စုစုပေါင်းမြေဧရိယာ ၃၁.၇၈ ဧက

(ဇ) **နိုင်ငံခြားမတည်ငွေရင်းပမာဏ** အမေရိကန်ဒေါ်လာ ၄၈.၀၀ သန်း

(ဈ) **နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ** ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၂ နှစ်အတွင်း

(ည) **စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်)** အမေရိကန်ဒေါ်လာ ၆၀ သန်း (အမေရိကန်ဒေါ်လာ ၄၈.၀၀ သန်းအပါအဝင်)

(ဋ) **တည်ဆောက်မှုကာလ** ၃ နှစ်

(ဌ) **ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း** ၅၀ နှစ်

(ဍ) **ရင်းနှီးမြှုပ်နှံမှုပုံစံ** ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) **မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်**
ASIA AVA GAS COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.1, Thitsar Road, Yankin Township, Yangon

Tel: 95-1-658130
Fax: 95-1-658142

Our ref : DICA-5(E)/FI-014/2016(274-F)
Date : 26th March 2016

Subject: Decision of the Myanmar Investment Commission on the Proposal for "Importing, storage, bottling and distribution of Liquefied Petroleum Gas" under the name of "Asia AVA Gas Company Limited"

Reference: Ministry of Energy, Letter dated (22-1-2016)

1. The Myanmar Investment Commission, at its meeting (11/2016) held on (25-3-2016), had approved that the proposal for investment in "Importing, storage, bottling and distribution of liquefied petroleum gas" under the name of "Asia AVA Gas Company Limited" submitted as a Joint Venture between Myanma Oil & Gas Enterprise, Ministry of Energy (3.5 %) from the Republic of the Union of Myanmar, Avakahyasi Investments Pte. Ltd. (76.5%) from Singapore, Same Sky Construction Company Limited (10%) and Guiding Star Group Limited (10%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 50 (fifty) years and extendable 10 (ten) years in 2 (two) times period commencing from the date of the issuance of Myanmar Investment Commission's permit. The term of the Land Lease Agreement between U Myo Aung, Daw Aye Aye Mon and Asia AVA Gas Company Limited shall be initial 50 (fifty) years from the date of signing of the Lease Agreement and extendable 10 (ten) years in 2 (two) times period subject to the approval of Myanmar Investment Commission. On the expiry of the Lease period, the lessee shall return the leased land to the lessor without any consideration within 6 (six) months from the expiration or termination of the lease agreement.

4. The annual rent shall be US$ 794,500 (United States Dollar seven hundred and ninety four thousand and five hundred only) for the land of 31.78 acres (128,609 square meter) of Holding No. 12,13,14 and 15/2, Kwin No. 672, West Kyaung Gone Kwin and Holding No. 11, Kwin No. 675-ka, Bogyoke Village Tract, Thanlyin Township, Yangon Region. The rate of the rent shall be revised in view of prevailing land lease rates after every one-year period and increase of the rent shall not be more than 5% of the preceding annual rent.

5. In issuing this "Permit", the Commission has granted exemptions and reliefs as per Chapter XII, section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project.

6. Avakahyasi Investments Pte. Ltd. shall have to sign the Joint Venture Agreement with Myanma Oil & Gas Enterprise, Ministry of Energy , Same Sky Construction Company Limited and Guiding Star Group Limited from the Republic of the Union of Myanmar. In addition, Asia AVA Gas Company Limited shall have to sign the Land Lease Agreement with U Myo Aung and Daw Aye Aye Mon. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. Asia AVA Gas Company Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

8. Asia AVA Gas Company Limited shall use its best efforts for timely realization of works stated on the proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

9. Asia AVA Gas Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if Asia AVA Gas Company Limited cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

12. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their manufacturing business and report to the Commission in accordance with Foreign Investment Rule 97.

13. Asia AVA Gas Company Limited shall endeavour to meet the targets for production stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of Foreign Investment Law and Asia AVA Gas Company Limited has to follow the existing Labour Laws for the recruitment of staffs, labour and training in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency.

16. Whenever Asia AVA Gas Company Limited brings in foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency in the manner of paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. Asia AVA Gas Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. Asia AVA Gas Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. Asia AVA Gas Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Impact Assessment (EIA) and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity. It has to prepare, submit and perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. After getting permit from Myanmar Investment Commission, Asia AVA Gas Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

21. Asia AVA Gas Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives, and instructions. Moreover, Asia AVA Gas Company Limited shall apply a full suite of active and passive prevention measures at its plant in Thanlyin. Asia AVA Gas Company Limited shall comply with NFPA Standard with relevant to LPG terminals with active systems and have to implement passive fire prevention measures which comprise primarily mounting of storage vessels by covering with earth and anti-fire coatings on all relevant services.

22. Asia AVA Gas Company Limited in consultation with Myanma Insurance shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Ministry of Energy

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Environmental Conservation and Forestry
5. Ministry of Electric Power
6. Ministry of Immigration and Population
7. Ministry of Industry
8. Ministry of Commerce
9. Ministry of Finance
10. Ministry of National Planning and Economic Development
11. Ministry of Labour, Employment and Social Security
12. Central Bank of Myanmar
13. Office of the Yangon Region Government
14. Director General, Fire Services Department
15. Director General, Department of Environmental Conservation

16. Director General, Immigration and National Registration Department
17. Managing Director, Myanma Oil and Gas Enterprise
18. Managing Director, Myanma Petroleum Products Enterprise
19. Director General, Directorate of Industrial Supervision and Inspection
20. Director General, Department of Trade
21. Director General, Department of Mines
22. Managing Director, No. (1) Mining Enterprise
23. Director General, Customs Department
24. Director General, Internal Revenue Department
25. Director General, Directorate of Investment and Company Administration
26. Director General, Directorate of Labour
27. Managing Director, Myanma Electric Power Enterprise
28. Managing Director, Myanma Foreign Trade Bank
29. Managing Director, Myanma Investment and Commercial Bank
30. Managing Director, Myanma Insurance
31. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)

Form (2)

Republic of the Union of Myanmar
Sr.No. 224-D
Date 26-3-2016
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR
The Myanmar Investment Commission
PERMIT

Permit No. 1104/2016 Date 26th March, 2016

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MANAGING DIRECTOR, MYANMA ECONOMIC HOLDINGS LIMITED

(b) Citizenship MYANMAR

(c) Address No. 181, 191 MAHABANDOOLA ROAD, BOTAHTAUNG TOWNSHIP, YANGON

(d) Name and Address of Principal Organization MYANMA ECONOMIC HOLDINGS LIMITED, NO-181, 191 MAHABANDOOLA ROAD, BOTAHTAUNG TOWNSHIP, YANGON

(e) Place of Incorporation MYANMAR

(f) Type of Investment Business PRODUCTION AND SALE OF PETROLEUM PRODUCTS AND SEMI-MANUFACTURED PRODUCTS RELATED TO THE FIVE MILLION METRIC TON REFINERY PLANT

(g) Place(s) at which Investment is permitted THREE MILE SOUTH OF LAUNGLON TOWNSHIP, TOTAL ACRES OF 733.3 OWNED BY MYANMA ECONOMIC HOLDINGS LIMITED, DAWEI DISTRICT, TANINTHAYI REGION

(h) Amount of Foreign Capital US$ 316.17 MILLION

(i) Period for Foreign Capital brought in WITHIN TWO YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) US$ 2602.57 MILLION (INCLUDING US$ 316.17 MILLION)

(k) Construction Period 2 YEARS

(l) Permitted duration of investment 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar LONGWIN GLOBAL PETROCHEMICAL COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် - ၁၁၀၄/၂၀၁၆ ၂၀၁၆ ခုနှစ် မတ်လ ၂၆ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ-၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) **ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည်** မန်နေဂျင်းဒါရိုက်တာ၊ မြန်မာ့စီးပွားရေးဦးပိုင်လီမိတက်

(ခ) **နိုင်ငံသား** မြန်မာ

(ဂ) **နေရပ်လိပ်စာ** အမှတ်- ၁၈၁၊ ၁၉၁၊ မဟာဗန္ဓုလလမ်း၊ ဗိုလ်တထောင်မြို့နယ်၊ ရန်ကုန်မြို့

(ဃ) **ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ** မြန်မာ့စီးပွားရေးဦးပိုင်လီမိတက်၊ အမှတ်-၁၈၁၊ ၁၉၁၊ မဟာဗန္ဓုလလမ်း၊ ဗိုလ်တထောင်မြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(င) **ဖွဲ့စည်းရာအရပ်** မြန်မာနိုင်ငံ

(စ) **ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား** တစ်နှစ်လျှင် မက်ထရစ်တန် ၅ သန်းခန့် ထွက်ရှိမည့် ရေနံချက်စက်ရုံနှင့် ရေနံ တင်/ချ ဆိပ်ကမ်းတည်ဆောက်၍ ရေနံထွက်ပစ္စည်းများ တင်ပို့ရောင်းချခြင်းလုပ်ငန်း

(ဆ) **ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ)** လောင်းလုံမြို့၏ တောင်ဘက် ၃မိုင် အကွာရှိ (မြန်မာ့စီးပွားရေးဦးပိုင်လီမိတက်ပိုင်) ဆီအုန်းခြံမြေနေရာ ၇၃၃.၃ ဧက၊ ထားဝယ်ခရိုင်၊ တနင်္သာရီတိုင်းဒေသကြီး

(ဇ) **နိုင်ငံခြားမတည်ငွေရင်းပမာဏ** အမေရိကန်ဒေါ်လာ ၃၁၆.၁၇ သန်း

(ဈ) **နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ** ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၂ နှစ်အတွင်း

(ည) **စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်)** အမေရိကန်ဒေါ်လာ ၂,၆၀၂.၅၇ သန်းနှင့် ညီမျှသော မြန်မာငွေ (အမေရိကန်ဒေါ်လာ ၃၁၆.၁၇ သန်းအပါအဝင်)

(ဋ) **တည်ဆောက်မှုကာလ** ၂ နှစ်

(ဌ) **ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့်သက်တမ်း** ၅၀ နှစ်

(ဍ) **ရင်းနှီးမြှုပ်နှံမှုပုံစံ** ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) **မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်**
LONGWIN GLOBAL PETROCHEMICAL COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.1, Thitsar Road, Yankin Township, Yangon

Tel: 95-1-658130
Fax: 95-1-658142

Our ref : DICA-5(E)/FI-015/2016(224-D)
Date : 26th March 2016

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Production and Sale of petroleum products and semi-manufactured products related to the five million metric ton refinery plant" under the name of "Longwin Global Petrochemical Company Limited"**

Reference: Ministry of Energy, Letter dated (18-2-2016)

1. The Myanmar Investment Commission, at its meeting (10/2016) held on (18-3-2016), had approved that the proposal for investment in "Production and Sale of petroleum products and semi-manufactured products related to the five million metric ton refinery plant" under the name of "Longwin Global Petrochemical Company Limited" submitted as a Joint Venture between Guangdong Zhenrong Energy Company Limited (70%) from the Republic of China, Ministry of Energy (3.5%), Myanma Economic Holdings Limited (20%) and Yangon Engineering Group (6.5%) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 50 (fifty) years and extendable 10 (ten) years in 2 (two) times commencing from the date of the issuance of Myanmar Investment Commission's permit. The term of the Land Lease Agreement between Myanma Economic Holdings Limited (lessor) and Longwin Global Petrochemical Company Limited (lessee) shall be initial 50 (fifty) years from the date of signing of the Lease Agreement and extendable 10 (ten) years in 2 (two) times subject to the approval of Myanmar Investment Commission. On the expiry of the Lease period, the lessee shall return the leased land to the lessor without any consideration

within 2 (two) months from the expiration or termination of the Lease Agreement.

4. The annual rent for the land shall be US$ 1,480,000 (United States Dollar one thousand, four hundred and eighty thousand only) calculated at the rate of US$ 0.5 per square meter per year of the land area measuring 2,967,562.438 square metres (733.3 acres).

5 In accordance with paragraph 5.2.1.2 and 5.2.1.3 of the Joint Venture Agreement, Guangdong Zhenrong Energy Company Limited shall be responsible for the bank loan which is approximately 80% of the estimated total project investment. Ministry of Energy, Myanma Economic Holdings Limited, and Yangon Engineering Group Co., Ltd. shall not be liable for the loan or any subsequent re-financing loan if it is required during the project term.

6. Longwin Global Petrochemical Company Limited shall not be allowed to distribute petroleum products and semi-manufactured products to the domestic market. Longwin Global Petrochemical Company Limited can be entitled to compete in bidding process for the distribution of petroleum products and semi-manufactured products to domestic market.

7. In issuing this "Permit", the Commission has granted the following exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project:-

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

8. The Joint Venture Agreement shall have to be signed among Ministry of Energy of Republic of the Union of Myanmar, Guangdong Zhenrong Energy Company Limited , Myanma Economic Holdings Limited and Yangon Engineering Group Company Limited. In addition, Longwin Global Petrochemical Company Limited shall have to sign the Lease Agreement with Myanma Economic Holdings Limited. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

9. Longwin Global Petrochemical Company Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

10. Longwin Global Petrochemical Company Limited shall use its best efforts for timely realization of works stated on the proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

11. Longwin Global Petrochemical Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

12. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

13. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the investor cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

14. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their manufacturing business and report to the Commission in accordance with Foreign Investment Rule 97.

15. Longwin Global Petrochemical Company Limited shall endeavour to meet the targets for production of petroleum products and semi-manufactured products stated in the proposal as the minimum target.

16. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of Foreign Investment Law and Longwin Global Petrochemical Company Limited has to follow the existing Labour Laws for the recruitment of staffs, labour and training in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

17. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency.

18. Whenever Longwin Global Petrochemical Company Limited brings in foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency in the manner of paragraph 17(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

19. Longwin Global Petrochemical Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-

owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

20. Longwin Global Petrochemical Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

21. Longwin Global Petrochemical Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Impact Assessment (EIA) and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity. It has to prepare, submit and perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

22. Longwin Global Petrochemical Company Limited shall have to abide by the rules and regulations of the Myanma Port Authority for the construction of jetty, Ministry of Transport. Though Myanmar has signed and complied with MARPOL Annex I, II, Myanmar is currently implementing to sign the essential OPRC Convention, CLC Convention, Bunker Convention, Fund Convention. Hence, Longwin Global Petrochemical Company Limited shall have to adapt and abide by the upcoming Law, rules and regulations and amend, if necessary. Longwin Global Petrochemical Company Limited shall make necessary preparations to raise fund for the oil spill breakout.

23. After getting permit from Myanmar Investment Commission, Longwin Global Petrochemical Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

24. Longwin Global Petrochemical Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage

tank, fire extinguishers and provide training to use the fire fighting equipments and also to appoint fire safety officer.

25. Longwin Global Petrochemical Company Limited in consultation with Myanma Insurance shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Myanma Economic Holdings Limited

cc: 1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Environmental Conservation and Forestry
5. Ministry of Electric Power
6. Ministry of Immigration and Population
7. Ministry of Energy
8. Ministry of Industry
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Central Bank of Myanmar
14. Office of the Taninthayi Region Government
15. Director General, Fire Services Department
16. Director General, Department of Environmental Conservation
17. Director General, Immigration and National Registration Department
18. Managing Director, Myanma Oil and Gas Enterprise
19. Managing Director, Myanma Petroleum Products Enterprise
20. Director General, Directorate of Industrial Supervision and Inspection

21. Director General, Department of Trade
22. Director General, Department of Mines
23. Managing Director, No. (1) Mining Enterprise
24. Director General, Customs Department
25. Director General, Internal Revenue Department
26. Director General, Directorate of Investment and Company Administration
27. Director General, Directorate of Labour
28. Managing Director, Myanma Electric Power Enterprise
29. Managing Director, Myanma Foreign Trade Bank
30. Managing Director, Myanma Investment and Commercial Bank
31. Managing Director, Myanma Insurance
32. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)

Republic of the Union of Myanmar ★ Myanmar Investment Commission ★
Form (2)
Sr.No. 224-E
Date 26-3-2016

MIC

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 1017/2016 Date 26th March, 2016

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MANAGING DIRECTOR, MYANMA PETROLEUM PRODUCTS ENTERPRISE, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO.6, NAY PYI TAW

(d) Name and Address of Principal Organization BUILDING NO.6, MINISTRY OF ENERGY, NAY PYI TAW

(e) Place of Incorporation MYANMAR

(f) Type of Investment Business MANAGEMENT AND MARKETING OF JET FUEL PRODUCTS; PROVIDING SERVICES INCLUDING IMPORTATION, STORAGE, DISTRIBUTION, TRANSPORTATION AND INTOPLANE FUELING

(g) Place(s) at which Investment is permitted NO.1 REFINERY (THANLYIN)(STORAGE TANK AREA), THANLYIN TOWNSHIP, YANGON REGION

(h) Amount of Foreign Capital US$ 80 MILLION

(i) Period for Foreign Capital brought in WITHIN EIGHT YEARS AFTER THE ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 106.02 MILLION (INCLUDING US$ 80 MILLION)

(k) Construction Period -

(l) Permitted duration of investment 30 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar NATIONAL ENERGY PUMA AVIATION SERVICES COMPANY LIMITED

26/2

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် - ၁၀၁၇/၂၀၁၆ ၂၀၁၆ ခုနှစ် မတ်လ ၂၆ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ-၁၃၊ ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် ဦးဆောင်ညွှန်ကြားရေးမှူး၊ မြန်မာ့ရေနံထွက်ပစ္စည်း ရောင်းဝယ်ရေးလုပ်ငန်း၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ်(၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ ရုံးအမှတ်(၆)၊ စွမ်းအင်ဝန်ကြီးဌာ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား လေယာဉ်ဆီတင်သွင်း၊ သိုလှောင်၊ ဖြန့်ဖြူး ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) အမှတ်(၁)သန်လျင်ရေနံချက်စက်ရုံ (သိုလှောင်ကန်)၊ သန်လျင်မြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၈၀.၀၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၈ နှစ်အတွင်း

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁၀၆.၀၂ သန်း နှင့်ညီမျှသော မြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၈၀.၀၀ သန်းအပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ -

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၃၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် NATIONAL ENERGY PUMA AVIATION SERVICES COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.1, Thitsar Road, Yankin Township, Yangon

Tel: 95-1-658130 | Our ref : DICA-5(E)/FI-013/2016(224-E)
Fax: 95-1-658142 | Date : 26th March 2016

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Management and marketing of jet fuel products; providing services including importation, storage, distribution, transportation and intoplane fueling" under the name of "National Energy Puma Aviation Services Company Limited"**

Reference: Ministry of Energy, Letter dated (24-7-2015)

1. The Myanmar Investment Commission, at its meeting (11/2016) held on (25-3-2016), had approved that the proposal for investment in "Management and marketing of jet fuel products; providing services including importation, storage, distribution, transportation and intoplane fueling" under the name of "National Energy Puma Aviation Services Company Limited" submitted as a Joint Venture between Myanma Petroleum Products Enterprise, Ministry of Energy (51%) from the Republic of the Union of Myanmar and Puma Energy Group Pte. Ltd. (49%) from the Republic of Singapore.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 30 (thirty) years and extendable 10 (ten) years in 2 (two) times commencing from the date of the issuance of Myanmar Investment Commission's permit. The term of the Land Lease Agreement between Myanma Petroleum Products Enterprise (lessor) and National Energy Puma Aviation Services Company Limited (lessee) shall be initial 30 (fifty) years from the date of signing of the Lease Agreement and can be extendable subject to the approval of Myanmar Investment Commission.

4. The annual rent for the land shall be US$ 19,628 (United States Dollar nineteen thousand, six hundred and twenty eight only) calculated at the rate of US$ 1 per square meter per year of the land area measuring 19,628 square metres at No.1 Refinery (Thanlyin).

5. In issuing this "Permit", the Commission has granted the following exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project:-

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. National Energy Puma Aviation Services Company Limited in consultation with the Company Division, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum of Association and Articles of Association shall have to be forwarded to the Commission.

7. National Energy Puma Aviation Services Company Limited shall use its best efforts for timely realization of works stated on the proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

8. National Energy Puma Aviation Services Company Limited has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

9. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

10. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their business and report to the Commission in accordance with Foreign Investment Rule 97.

11. National Energy Puma Aviation Services Company Limited shall endeavour to meet the targets for management and marketing of jet fuel products stated in the proposal as the minimum target.

12. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of Foreign Investment Law and National Energy Puma Aviation Services Company Limited has to follow the existing Labour Laws for the recruitment of staffs, labour and training in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

13. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency.

14. Whenever National Energy Puma Aviation Services Company Limited brings in foreign capital defined under Chapter I, section 2(i) of Foreign

Investment Law, other than foreign currency in the manner of paragraph 13(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

15. National Energy Puma Aviation Services Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

16. National Energy Puma Aviation Services Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

17. National Energy Puma Aviation Services Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct an Environmental Impact Assessment (EIA) and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity. It has to prepare, submit and perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

18. National Energy Puma Aviation Services Company Limited shall have to comply with the International Fire Fighting System Standards. Moreover, National Energy Puma Aviation Services Company Limited shall apply with

international fire fighting system Design Code such as NFPA 30 , NFPA 11, NFPA 20, EI IP-MCSP-P19, API 2510, API 2510A. Fire prevention measures shall have to undertake such as fire water tank, fire water pumps, foam pumps and fire hydrant & fire monitors.

19. National Energy Puma Aviation Services Company Limited in consultation with Myanma Insurance shall effect such types of insurance defined under Chapter XII, Rule 79 and 80 of the Foreign Investment Rules.

(Zay Yar Aung)
Chairman

Ministry of Energy

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Environmental Conservation and Forestry
5. Ministry of Electric Power
6. Ministry of Immigration and Population
7. Ministry of Industry
8. Ministry of Commerce
9. Ministry of Finance
10. Ministry of National Planning and Economic Development
11. Ministry of Labour, Employment and Social Security
12. Central Bank of Myanmar
13. Office of the Yangon Region Government
14. Director General, Fire Services Department
15. Director General, Department of Environmental Conservation
16. Director General, Immigration and National Registration Department
17. Managing Director, Myanma Oil and Gas Enterprise
18. Managing Director, Myanma Petroleum Products Enterprise

19. Director General, Department of Trade
20. Director General, Department of Mines
21. Managing Director, No. (1) Mining Enterprise
22. Director General, Customs Department
23. Director General, Internal Revenue Department
24. Director General, Directorate of Investment and Company Administration
25. Director General, Directorate of Labour
26. Managing Director, Myanma Electric Power Enterprise
27. Managing Director, Myanma Foreign Trade Bank
28. Managing Director, Myanma Investment and Commercial Bank
29. Managing Director, Myanma Insurance
30. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry(UMFCCI)

(4)

Form (2)

Republic of the Union of Myanmar
Sr.No. 112 - F
Date 7-4-2015
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 933/2015 Date 7th, April 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted DEEP WATER BLOCK (MD-4) TANINTHAYI OFFSHORE AREA, TANINTHAYI REGION

(h) Amount of Foreign Capital US$ 210.60 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2023

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 210.60 MILLION

(k) Construction period YEAR 2015 TO YEAR 2023

(l) Validity of investment Permit 8 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar ENI MYANMAR B.V & PETROVIETNAM EXPLORATION PRODUCTION CORPORATION LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

တအမှတ် ၁၁၂-၈
ရက်စွဲ ၇-၄-၂၀၁၅

ခွင့်ပြုမိန့်အမှတ် ၉၁၃/၂၀၁၅ ၂၀၁၅ ခုနှစ် ဧပြီ လ ၇ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့်သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) တနင်္သာရီကမ်းလွန်ဒေသ၊ ရေနက်ပိုင်း လုပ်ကွက်အမှတ် (MD-4) တနင်္သာရီတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၂၁၀.၆၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၁၀.၆၀ သန်း နှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၈ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် ENI MYANMAR B.V & PETROVIETNAM EXPLORATION PRODUCTION CORPORATION LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/012/ 2015(112-F) Tel: 95-1-658130
Date : 7th April 2015 Fax: 95-1-658142

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block MD-4 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited"**

Reference: Ministry of Energy, Letter No. 008/907/Hta (161/2015) dated (11-3-2015).

1. The Myanmar Investment Commission, at its meeting (5/2015) held on 20th March 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block MD-4 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited with the approval of the Cabinet of the Union Government, at its meeting (4/2015) held on 13th February 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Agreement, dated 11th November 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Eni Myanmar B.V (The Netherlands)	80%
Petrovietnam Exploration Production Corporation Limited (Vietnam)	20%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be

6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2(two) years for first extension and 1 (one) year for second extension period.

5. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall pay Signature Bonus of US $ 10.2 million (United States Dollar ten million and two hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	2,000 feet or less		more than 2,000 feet	
BOPD	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)
0 - 25,000	60	40	55	45
25,001 - 50,000	65	35	60	40
50,001 - 100,000	75	25	65	35
100,001 - 150,000	80	20	75	25
Above 150,000	85	15	80	20

Natural Gas

Water Depth	2,000 feet or less		more than 2,000 feet	
MMCFD	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)
0 - 300	60	40	45	55
301 - 600	70	30	50	50
601 - 900	80	20	50	50
Above 900	90	10	55	45

8. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with

respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall provide Training Fund to the amount of US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Exploration Period and US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Eni Myanmar B.V & Petrovietnam .Exploration Production Corporation Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Petrovietnam Exploration Production Corporation Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited brings in foreign capital defined under Chapter I, section

2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited.

26. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rule 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Foreign Affairs
4. Ministry of Home Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Taninthayi Region Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour
25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)

26. Eni Myanmar B.V
27. Petrovietnam Exploration Production Corporation Limited.

Form (2)
Sr.No. 112-E
Date. 9-4-2015

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 932/2015 Date 7th, April 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted DEEP WATER BLOCK (MD-2) MOATTAMA OFFSHORE AREA, MON STATE

(h) Amount of Foreign Capital US$ 219.85 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2023

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 219.85 MILLION

(k) Construction period YEAR 2015 TO YEAR 2023

(l) Validity of investment Permit 8 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar ENI MYANMAR B.V & PETROVIETNAM EXPLORATION PRODUCTION CORPORATION LIMITED

Chairman
The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
စာအမှတ် ၁၁၂-၈
ရက်စွဲ ၇-၄-၂၀၁၅
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်အမှတ် ၉၃၂/၂၀၁၅ ၂၀၁၅ ခုနှစ် ဧပြီလ ၇ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့် သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မုတ္တမကမ်းလွန်ဒေသ၊ ရေနက်ပိုင်း လုပ်ကွက်အမှတ် (MD-2) မွန်ပြည်နယ်

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၂၁၉.၈၅ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၁၉.၈၅ သန်း နှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ် အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၈ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် ENI MYANMAR B.V & PETROVIETNAM EXPLORATION PRODUCTION CORPORATION LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Republic of the Union of Myanmar Myanmar Investment Commission St.No. .... Date. ....

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/011/ 2015(112-E) Tel: 95-1-658130
Date : 7th April 2015 Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block MD-2 (Moattama Offshore Area) in Mon State " under the name of "Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited"**

Reference: Ministry of Energy, Letter No. 008/907/Hta (161/2015) dated (11-3-2015).

1. The Myanmar Investment Commission, at its meeting (5/2015) held on 20th March 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block MD-2 (Moattama Offshore Area) in Mon State" under the name of "Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited with the approval of the Cabinet of the Union Government, at its meeting (4/2015) held on 13th February 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Agreement, dated 11th November 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Eni Myanmar B.V (The Netherlands)	80%
Petrovietnam Exploration Production Corporation Limited (Vietnam)	20%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after the signing of the production sharing contract and may be

extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2(two) years for first extension and 1 (one) year for second extension period.

5. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall pay Signature Bonus of US $ 15.2 million (United States Dollar fifteen million and two hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	2,000 feet or less		more than 2,000 feet	
BOPD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 25,000	60	40	55	45
25,001 - 50,000	65	35	60	40
50,001 - 100,000	75	25	65	35
100,001 - 150,000	80	20	75	25
Above 150,000	85	15	80	20

Natural Gas

Water Depth	2,000 feet or less		more than 2,000 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	60	40	45	55
301 - 600	70	30	50	50
601 - 900	80	20	55	45
Above 900	90	10	60	40

8. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with

respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	US $(MILLION)
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	US $(MILLION)
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall provide Training Fund to the amount of US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Exploration Period and US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Petrovietnam Exploration Production Corporation Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited brings in foreign capital defined under Chapter I, section

2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited.

26. Eni Myanmar B.V & Petrovietnam Exploration Production Corporation Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rule 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Foreign Affairs
4. Ministry of Home Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Mon State Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour
25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)

26. Eni Myanmar B.V
27. Petrovietnam Exploration Production Corporation Limited.

Republic of the Union of Myanmar
Form (2)
Sr.No. 112-D
Date 7-4-2015
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 931/2015 Date 7th, April 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted SHALLOW WATER BLOCK (M-18) TANINTHAYI OFFSHORE AREA, TANINTHAYI REGION

(h) Amount of Foreign Capital US$ 91.45 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2022

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 91.45 MILLION

(k) Construction period YEAR 2015 TO YEAR 2022

(l) Validity of investment Permit 7 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar RELIANCE INDUSTRIES LIMITED & UNITED NATIONAL RESOURCES DEVELOPMENT SERVICES COMPANY LIMITED

Chairman
The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် ★ စာအမှတ် ၁၁၂-ည ရက်စွဲ ၉-၄-၂၀၁၅ ★ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်အမှတ် ၉၃၀/၂၀၁၅ ၂၀၁၅ ခုနှစ် ဧပြီလ ၉ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့်သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) တနင်္သာရီကမ်းလွန်ဒေသ၊ ရေတိမ်ပိုင်း လုပ်ကွက်အမှတ် (M-18) တနင်္သာရီတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၉၁.၄၅ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၉၁.၄၅ သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၇ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် RELIANCE INDUSTRIES LIMITED & UNITED NATIONAL RESOURCES DEVELOPMENT SERVICES COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/010/ 2015([illegible])	Tel: 95-1-658130
Date : 7th April 2015	Fax: 95-1-658142

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-18 (Taninthayi Offshore Area) in Taninthayi Region"under the name of "Reliance Industries Limited & United National Resources Development Services Company Limited"**

Reference: Ministry of Energy, Letter No. 008/907/Hta (161/2015) dated (11-3-2015).

1. The Myanmar Investment Commission, at its meeting (5/2015) held on 20th March 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-18 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "Reliance Industries Limited & United National Resources Development Services Company Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Reliance Industries Limited. & United National Resources Development Services Company Limited with the approval of the Cabinet of the Union Government, at its meeting (4/2015) held on 13th February 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Joint Bidding Agreement, dated 11th November 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Reliance Industries Limited (India)	96%
United National Resources Development Services Company Limited (Myanmar)	4%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after the signing of the production sharing contract and may be

extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years for first extension and 1 (one) year for second extension period.

5. Reliance Industries Limited & United National Resources Development Services Company Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Reliance Industries Limited & United National Resources Development Services Company Limited shall pay Signature Bonus of US $ 7 million (United States Dollar seven million only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Reliance Industries Limited & United National Resources Development Services Company Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	600 feet or less		More than 600 feet	
BOPD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 25,000	60	40	60	40
25,001 - 50,000	65	35	65	35
50,001 - 100,000	80	20	75	25
100,001 - 150,000	85	15	80	20
Above 150,000	90	10	85	15

Natural Gas

Water Depth	600 feet or less		More than 600 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	65	35	60	40
301 - 600	75	25	70	30
601 - 900	85	15	80	20
Above 900	90	10	90	10

8. Reliance Industries Limited & United National Resources Development Services Company Limited shall pay Production Bonus to Myanma Oil and Gas

Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. Reliance Industries Limited & United National Resources Development Services Company Limited shall provide Training Fund to the amount of US $ 75,000 (United States Dollar seventy five thousand only) per contract year for Exploration Period and US $ 125,000 (United States Dollar one hundred and twenty five thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Reliance Industries Limited & United National Resources Development Services

Company Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. Reliance Industries Limited & United National Resources Development Services Company Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Reliance Industries Limited & United National Resources Development Services Company Limited shall have to sign the Production Sharing Contract

with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Reliance Industries Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. Reliance Industries Limited & United National Resources Development Services Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Reliance Industries Limited & United National Resources Development Services Company Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Reliance Industries Limited & United National Resources Development Services Company Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Reliance Industries Limited & United National Resources Development Services Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign

currency in the manner of paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. Reliance Industries Limited & United National Resources Development Services Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Reliance Industries Limited & United National Resources Development Services Company Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Reliance Industries Limited & United National Resources Development Services Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Reliance Industries Limited & United National Resources Development Services Company Limited.

26. Reliance Industries Limited & United National Resources Development Services Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rule 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Foreign Affairs
4. Ministry of Home Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Taninthayi Region Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour
25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)

26. Reliance Industries Limited
27. United National Resources Development Services Company Limited

MIC

(24)

Republic of the Union of Myanmar
Form (2)
Sr.No. 112-C
Date 7-4-2015
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 930/2015 Date 7th, April 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted SHALLOW WATER BLOCK (M-17) TANINTHAYI OFFSHORE AREA, TANINTHAYI REGION

(h) Amount of Foreign Capital US$ 116.45 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2022

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 116.45 MILLION

(k) Construction period YEAR 2015 TO YEAR 2022

(l) Validity of investment Permit 7 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar RELIANCE INDUSTRIES LIMITED & UNITED NATIONAL RESOURCES DEVELOPMENT SERVICES COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
စာအမှတ် ၁၁၂-၈
ရက်စွဲ ၇-၄-၂၀၁၅
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်အမှတ် ၉၃၀/၂၀၁၅ ၂၀၁၅ ခုနှစ် ဧပြီလ ၇ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေးဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့်သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) တနင်္သာရီကမ်းလွန်ဒေသ၊ ရေတိမ်ပိုင်း လုပ်ကွက်အမှတ် (M-17) တနင်္သာရီတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၁၁၆.၄၅ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ် အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁၁၆.၄၅ သန်းနှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၇ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် RELIANCE INDUSTRIES LIMITED & UNITED NATIONAL RESOURCES DEVELOPMENT SERVICES COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Our ref.: DICA-5(E)/009/ 2015(112 -C) Tel: 95-1-658130

Date : 7th April 2015 Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-17 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "Reliance Industries Limited & United National Resources Development Services Company Limited"**

Reference: Ministry of Energy, Letter No. 008/907/Hta (161/2015) dated (11-3-2015).

1. The Myanmar Investment Commission, at its meeting (5/2015) held on 20th March 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-17 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "Reliance Industries Limited & United National Resources Development Services Company Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Reliance Industries Limited. & United National Resources Development Services Company Limited with the approval of the Cabinet of the Union Government, at its meeting (4/2015) held on 13th February 2015

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Joint Bidding Agreement, dated 11th November 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Reliance Industries Limited (India)	96%
United National Resources Development Services Company Limited (Myanmar)	4%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be

6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years for first extension and 1 (one) year for second extension period.

5. Reliance Industries Limited & United National Resources Development Services Company Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Reliance Industries Limited & United National Resources Development Services Company Limited shall pay Signature Bonus of US $ 10 million (United States Dollar ten million only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Reliance Industries Limited & United National Resources Development Services Company Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	600 feet or less		More than 600 feet	
BOPD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 25,000	60	40	60	40
25,001 - 50,000	65	35	65	35
50,001 - 100,000	82	18	76	24
100,001 - 150,000	85	15	82	18
Above 150,000	90	10	87.5	12.5

Natural Gas

Water Depth	600 feet or less		More than 600 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	65	35	60	40
301 - 600	75	25	70	30
601 - 900	85	15	80	20
Above 900	90	10	90	10

8. Reliance Industries Limited & United National Resources Development Services Company Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. Reliance Industries Limited & United National Resources Development Services Company Limited shall provide Training Fund to the amount of US $ 75,000 (United States Dollar seventy five thousand only) per contract year for Exploration Period and US $ 125,000 (United States Dollar one hundred and twenty five thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Reliance Industries Limited & United National Resources Development Services Company Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. Reliance Industries Limited & United National Resources Development Services Company Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Reliance Industries Limited & United National Resources Development Services Company Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Reliance Industries Limited in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. Reliance Industries Limited & United National Resources Development Services Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Reliance Industries Limited & United National Resources Development Services Company Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Reliance Industries Limited & United National Resources Development Services Company Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Reliance Industries Limited & United National Resources Development Services Company Limited brings in foreign capital defined under

Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. Reliance Industries Limited & United National Resources Development Services Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Reliance Industries Limited & United National Resources Development Services Company Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Reliance Industries Limited & United National Resources Development Services Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Reliance Industries Limited & United National Resources Development Services Company Limited.

26. Reliance Industries Limited & United National Resources Development Services Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rule 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Foreign Affairs
4. Ministry of Home Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Taninthayi Region Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour

25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
26. Reliance Industries Limited
27. United National Resources Development Services Company Limited

MIC

Republic of the Union of Myanmar
Form (2)
Sr.No. 112 - B
Date 7-4-2015
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 929/2015 Date 7th, April 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted SHALLOW WATER BLOCK (M-15) TANINTHAYI OFFSHORE AREA, TANINTHAYI REGION

(h) Amount of Foreign Capital US$ 131 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2022

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 131 MILLION

(k) Construction period YEAR 2015 TO YEAR 2022

(l) Validity of investment Permit 7 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar TRG M15 PTE. LTD., CFG ENERGY PTE. LTD. & CENTURY BRIGHT GOLD COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင် တံဆိပ်
တအမှတ် ၁၁၂-၃
ရက်စွဲ ၅-၄-၂၀၁၇

ခွင့်ပြုမိန့်အမှတ် ၉၂၉/၂၀၁၅ ၂၀၁၅ ခုနှစ် ဧပြီလ ၇ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ဆက်သွယ်ရေးနှင့်သတင်းအချက်အလက်နည်းပညာ… ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေးဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့်သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) တနင်္သာရီကမ်းလွန်ဒေသ၊ ရေတိမ်ပိုင်း လုပ်ကွက်အမှတ် (M-15) တနင်္သာရီတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၁၃၁ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ် အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁၃၁ သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ် အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၇ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် TRG M15 PTE. LTD., CFG ENERGY PTE. LTD. & CENTURY BRIGHT GOLD COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Republic of the Union of Myanmar Sr.No........ Date........ Myanmar Investment Commission

Our ref : DICA-5(E)/008/ 2015(112 - B) Tel: 95-1-658130

Date : 7th April 2015 Fax: 95-1-658142

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-15 (Taninthayi Offshore Area) in Taninthayi Region"under the name of "TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited"**

Reference: Ministry of Energy, Letter No. 008/907/Hta (161/2015) dated (11-3-2015).

1. The Myanmar Investment Commission, at its meeting (5/2015) held on 20th March 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-15 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited with the approval of the Cabinet of the Union Government, at its meeting (4/2015) held on 13th February 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Joint Operating Agreement, dated 20th October 2014, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

TRG M15 Pte. Ltd.(Singapore)	10%
CFG Energy Pte. Ltd.(Singapore)	80%
Century Bright Gold Company Limited(Myanmar)	10%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be

6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years for first extension and 1 (one) year for second extension period.

5. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall pay Signature Bonus of US $ 5.1 million (United States Dollar five million and one hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	600 feet or less		More than 600 feet	
BOPD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 25,000	60	40	60	40
25,001 - 50,000	65	35	65	35
50,001 - 100,000	80	20	75	25
100,001 - 150,000	85	15	80	20
Above 150,000	90	10	85	15

Natural Gas

Water Depth	600 feet or less		More than 600 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	65	35	60	40
301 - 600	75	25	70	30
601 - 900	85	15	80	20
Above 900	90	10	90	10

8. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall pay Production Bonus to Myanma Oil and Gas

Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall provide Training Fund to the amount of US $ 50,000 (United States Dollar fifty thousand only) per contract year for Exploration Period and US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited 20% (twenty) percent undivided interest after commercial discovery

and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall have to sign the Production Sharing Contract with

Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. TRG M15 Pte. Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner of

paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of TRG M15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited.

26. TRG M‹ 15 Pte. Ltd., CFG Energy Pte. Ltd. & Century Bright Gold Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Foreign Affairs
4. Ministry of Home Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Taninthayi Region Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour

25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
26. TRG M15 Pte. Ltd.
27. CFG Energy Pte. Ltd.
28. Century Bright Gold Company Limited

MIC

Republic of the Union of Myanmar
Form (2)
Sr.No. 112-A
Date 7-4-2015
Myanmar Investment Commission

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 928/2015 Date 7th, April 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted SHALLOW WATER BLOCK (M-7) MOATTAMA OFFSHORE AREA, MON STATE

(h) Amount of Foreign Capital US$ 110.75 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2022

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 110.75 MILLION

(k) Construction period YEAR 2015 TO YEAR 2022

(l) Validity of investment Permit 7 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar ROC OIL (MYANMAR) PTE. LTD., TAP ENERGY (M-7) PTE. LTD. & SMART E & P INTERNATIONAL COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် ★ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင် ★
စာအမှတ် ၁၁၂-က
ရက်စွဲ ၇-၄-၂၀၁၅

ခွင့်ပြုမိန့်အမှတ် ၉၂၈ / ၂၀၁၅ ၂၀၁၅ ခုနှစ် ဧပြီလ ၇ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) **ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည်** ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) **နိုင်ငံသား** မြန်မာ

(ဂ) **နေရပ်လိပ်စာ** ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) **ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ** စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) **ဖွဲ့စည်းရာအရပ်** မြန်မာနိုင်ငံ

(စ) **ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား** ရေနံနှင့် သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) **ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ)** မုတ္တမကမ်းလွန်ဒေသ၊ ရေတိမ်ပိုင်း လုပ်ကွက် အမှတ် (M-7) မွန်ပြည်နယ်

(ဇ) **နိုင်ငံခြားမတည်ငွေရင်းပမာဏ** အမေရိကန်ဒေါ်လာ ၁၁၀.၇၅ သန်း

(ဈ) **နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ** ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ် အထိ

(ည) **စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်)** အမေရိကန်ဒေါ်လာ ၁၁၀.၇၅ သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) **တည်ဆောက်မှုကာလ** ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ် အထိ

(ဌ) **ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း** ၇ နှစ်

(ဍ) **ရင်းနှီးမြှုပ်နှံမှုပုံစံ** PRODUCTION SHARING CONTRACT

(ဎ) **မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်** ROC OIL (MYANMAR) PTE. LTD., TAP ENERGY (M-7) PTE. LTD. & SMART E & P INTERNATIONAL COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref: DICA-5(E)/007/ 2015(112-A) Tel: 95-1-658130
Date : 7th April 2015 Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-7 (Moattama Offshore Area) in Mon State "under the name of "ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited"**

Reference: Ministry of Energy, Letter No. 008/907/Hta (161/2015) dated (11-3-2015).

1. The Myanmar Investment Commission, at its meeting (5 /2015) held on 20th March 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block M-7 (Moattama Offshore Area) in Mon State" under the name of "ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited with the approval of the Cabinet of the Union Government, at its meeting (4/2015) held on 13th February 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Understanding, dated 13th November 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

ROC Oil (Myanmar) Pte. Ltd.	(Singapore)	59.375%
Tap Energy (M-7) Pte. Ltd.	(Singapore)	35.625%
Smart E&P International Company Limited	(Myanmar)	5%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be

6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years for first extension and 1 (one) year for second extension period.

5. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall pay Signature Bonus of US $ 5.2 million (United States Dollar five million and two hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	600 feet or less		More than 600 feet	
BOPD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 25,000	60	40	60	40
25,001 - 50,000	65	35	65	35
50,001 - 100,000	80	20	75	25
100,001 - 150,000	85	15	80	20
Above 150,000	90	10	85	15

Natural Gas

Water Depth	600 feet or less		More than 600 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	65	35	60	40
301 - 600	75	25	70	30
601 - 900	85	15	80	20
Above 900	90	10	90	10

8. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall provide Training Fund to the amount of US $ 50,000 (United States Dollar fifty thousand only) per contract year for Exploration Period and US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

16. The commercial date of operation shall be reported to the Commission.

17. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

18. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

19. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

20. Whenever ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner of paragraph 19(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

21. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

22. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

23. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

24. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited.

25. ROC Oil (Myanmar) Pte. Ltd., Tap Energy (M-7) Pte. Ltd. & Smart E&P International Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Foreign Affairs
4. Ministry of Home Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Mon State Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour
25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
26. ROC Oil (Myanmar) Pte. Ltd.
27. Tap Energy (M-7) Pte. Ltd.
28. Smart E&P International Company Limited

MIC

Form (2)
93
19-3-2015

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 919/2015 Date 19th, March 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted DEEP WATER BLOCK (AD-5) RAKHINE OFFSHORE AREA, RAKHINE STATE

(h) Amount of Foreign Capital US$ 290.10 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2023

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 290.10 MILLION

(k) Construction period YEAR 2015 TO YEAR 2023

(l) Validity of investment Permit 8 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar WOODSIDE ENERGY (MYANMAR) PTE. LTD. & BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD.

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၉၁၉/၂၀၁၅ ၂၀၁၅ ခုနှစ် မတ်လ ၂၈ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့် သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ရခိုင်ကမ်းလွန်ဒေသ၊ ရေနက်ပိုင်း လုပ်ကွက်အမှတ် (AD-5) ရခိုင်ပြည်နယ်

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၂၉၀.၁၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၉၀.၁၀ သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၈ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် WOODSIDE ENERGY (MYANMAR) PTE. LTD. & BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/004/ 2015(93)	Tel: 95-1-658130
Date : 19th March 2015	Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block AD-5 (Rakhine Offshore Area) in Rakhine State " under the name of " Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd."**

Reference: Ministry of Energy, Letter No. 008/903/Hta (95/2015) dated (10-2-2015).

1. The Myanmar Investment Commission, at its meeting (3 /2015) held on 27th February 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block AD-5 (Rakhine Offshore Area) in Rakhine State " under the name of "Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd." pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. with the approval of the Cabinet of the Union Government, at its meeting (2/2015) held on 15th January 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Joint Study and Bid Agreement, dated 7th October 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Woodside Energy (Myanmar) Pte. Ltd.	(Singapore)	55%
BG Exploration & Production Myanmar Pte. Ltd.	(Singapore)	45%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be

6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years one time for first extension and 1 (one) year for second extension period.

5. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall pay to Signature Bonus of US $ 18.1 million (United States Dollar eighteen million and one hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	2,000 feet or less		more than 2,000 feet	
BOPD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 25,000	60	40	55	45
25,001 - 50,000	65	35	60	40
50,001 - 100,000	75	25	65	35
100,001 - 150,000	80	20	75	25
Above 150,000	85	15	80	20

Natural Gas

Water Depth	2,000 feet or less		more than 2,000 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	60	40	55	45
301 - 600	70	30	65	35
601 - 900	80	20	75	25
Above 900	90	10	80	20

8. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall pay Production Bonus to Myanma Oil and Gas

Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall provide Training Fund to the amount of US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Exploration Period and US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production

Myanmar Pte. Ltd. 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. BG Exploration & Production Myanmar Pte. Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with

regard to quantity, quality and price of imported materials shall have to be attached.

22. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP) and Environmental Impact Assessment (EIA) and to report the Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd.

26. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Home Affairs
4. Ministry of Foreign Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Rakhine State Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour

25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
26. Woodside Energy (Myanmar) Pte. Ltd.
27. BG Exploration & Production Myanmar Pte. Ltd.

Form (2)

Sr.No. 92

Date 19-3-2015

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 918/2015 Date 19th, March 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted SHALLOW WATER BLOCK (A-7) RAKHINE OFFSHORE AREA, RAKHINE STATE

(h) Amount of Foreign Capital US$ 297.70 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2022

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 297.70 MILLION

(k) Construction period YEAR 2015 TO YEAR 2022

(l) Validity of investment Permit 7 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar WOODSIDE ENERGY (MYANMAR) PTE. LTD. & BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD. & MYANMAR PETROLEUM EXPLORATION & PRODUCTION COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
စာအမှတ် ၉၂
ရက်စွဲ ၁၉-၃-၂၀၁၅
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်အမှတ် ၉၁၈/၂၀၁၅ ၂၀၁၅ ခုနှစ် မတ်လ ၁၉ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့် သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ရခိုင်ကမ်းလွန်ဒေသ၊ ရေတိမ်ပိုင်း လုပ်ကွက်အမှတ် (A-7) ရခိုင်ပြည်နယ်

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၂၉၇.၇၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၉၇.၇၀ သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၇ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ပ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် WOODSIDE ENERGY (MYANMAR) PTE. LTD. & BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD. & MYANMAR PETROLEUM EXPLORATION & PRODUCTION COMPANY LIMITED

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/005/ 2015(၉၈)	Tel: 95-1-658130
Date : 19th March 2015	Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block A-7 (Rakhine Offshore Area) in Rakhine State "under the name of " Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited"**

Reference: Ministry of Energy, Letter No. 008/903/Hta (95/2015) dated (10-2-2015).

1. The Myanmar Investment Commission, at its meeting (3/ 2015) held on 27th February 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block A-7 (Rakhine Offshore Area) in Rakhine State " under the name of "Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited with the approval of the Cabinet of the Union Government, at its meeting (2/2015) held on 15th January 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Agreement, dated 5th November 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Woodside Energy (Myanmar) Pte. Ltd.	(Singapore)	45%
BG Exploration & Production Myanmar Pte. Ltd.	(Singapore)	45%
Myanmar Petroleum Exploration & Production Company Limited	(Myanmar)	10%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years one time for first extension and 1 (one) year for second extension period.

5. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall pay to Signature Bonus of US $ 23.1 million (United States Dollar twenty three million and one hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	600 feet or less		600 feet and up to 2,000 feet		More than 2,000 feet	
BOPD	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)
0 - 25,000	60	40	60	40	55	45
25,001 - 50,000	65	35	65	35	60	40
50,001 - 100,000	80	20	75	25	65	35
100,001 - 150,000	85	15	80	20	75	25
Above 150,000	90	10	85	15	80	20

Natural Gas

Water Depth	600 feet or less		600 feet and up to 2,000 feet		More than 2,000 feet	
MMCFD	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)
0 - 300	65	35	60	40	55	45
301 - 600	75	25	70	30	65	35
601 - 900	85	15	80	20	75	25
Above 900	90	10	90	10	80	20

8. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20% (twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall provide Training Fund to the amount of US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Exploration Period and US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h), (i) and (k) of the Foreign

Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;
(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.
(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;
(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;
(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. BG Exploration & Production Myanmar Pte. Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company

Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP) and Environmental Impact Assessment (EIA) and to report the Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited.

26. Woodside Energy (Myanmar) Pte. Ltd. & BG Exploration & Production Myanmar Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

Cc: 1. Office of the Union Government of the Republic of the Union of Myanmar

2. Central Bank of Myanmar
3. Ministry of Home Affairs
4. Ministry of Foreign Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Rakhine State Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour
25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
26. Woodside Energy (Myanmar) Pte. Ltd.
27. BG Exploration & Production Myanmar Pte. Ltd.
28. Myanmar Petroleum Exploration & Production Company Limited

(1.4.15 -> 1.3.2016) 2015-2016

Form (2)

Sr. No. 91
Date 19-3-2015

THE REPUBLIC OF THE UNION OF MYANMAR
The Myanmar Investment Commission
PERMIT

Permit No. 917/2015 Date 19th, March 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted DEEP WATER BLOCK (AD-2) RAKHINE OFFSHORE AREA, RAKHINE STATE

(h) Amount of Foreign Capital US$ 284.00 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2023

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 284.00 MILLION

(k) Construction period YEAR 2015 TO YEAR 2023

(l) Validity of investment Permit 8 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD. & WOODSIDE ENERGY (MYANMAR) PTE. LTD.

Chairman
The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
စာအမှတ် ၉၁
ရက်စွဲ ၂၆-၃-၂၀၁၅

ခွင့်ပြုမိန့်အမှတ် ၉၁၇/၂၀၁၅ ၂၀၁၅ ခုနှစ် မတ်လ ၂၆ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် မြန်မာနိုင်ငံ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့် သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ရခိုင်ကမ်းလွန်ဒေသ၊ ရေနက်ပိုင်း လုပ်ကွက်အမှတ် (AD-2) ရခိုင်ပြည်နယ်

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၂၈၄.၀၀ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၈၄.၀၀ သန်း နှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၈ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည် BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD. & WOODSIDE ENERGY (MYANMAR) PTE. LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/004/ 2015(91) Tel: 95-1-658130
Date : 19th March 2015 Fax: 95-1-658142

Subject : **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block AD-2 (Rakhine Offshore Area) in Rakhine State " under the name of "BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd."**

Reference: Ministry of Energy, Letter No. 008/903/Hta (95/2015) dated (10-2-2015).

1. The Myanmar Investment Commission, at its meeting (3 /2015) held on 27th February 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block AD-2 (Rakhine Offshore Area) in Rakhine State " under the name of "BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd." pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. with the approval of the Cabinet of the Union Government, at its meeting (2/2015) held on 15th January 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Joint Study and Bid Agreement, dated 7th October 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

BG Exploration & Production Myanmar Pte. Ltd.	(Singapore)	55%
Woodside Energy (Myanmar) Pte. Ltd.	(Singapore)	45%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be

6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2(two) years one time for first extension and 1 (one) year for second extension period.

5. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall pay to Signature Bonus of US $ 18.1 million (United States Dollar eighteen million and one hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	2,000 feet or less		more than 2,000 feet	
BOPD	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)
0 - 25,000	60	40	55	45
25,001 - 50,000	65	35	60	40
50,001 - 100,000	75	25	65	35
100,001 - 150,000	80	20	75	25
Above 150,000	85	15	80	20

Natural Gas

Water Depth	2,000 feet or less		more than 2,000 feet	
MMCFD	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)
0 - 300	60	40	55	45
301 - 600	70	30	65	35
601 - 900	80	20	75	25
Above 900	90	10	80	20

8. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall pay Production Bonus to Myanma Oil and Gas

Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	US $(MILLION)
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	US $(MILLION)
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall provide Training Fund to the amount of US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Exploration Period and US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy

(Myanmar) Pte. Ltd. 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall have to sign the Production Sharing Contract with

Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. BG Exploration & Production Myanmar Pte. Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate

endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP) and Environmental Impact Assessment (EIA) and to report the Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd.

26. BG Exploration & Production Myanmar Pte. Ltd.. & Woodside Energy (Myanmar) Pte. Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Foreign Affairs
4. Ministry of Home Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population
8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Rakhine State Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Director General, Directorate of Trade
17. Managing Director, Myanma Oil and Gas Enterprise
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour

25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
26. BG Exploration & Production Myanmar Pte. Ltd.
27. Woodside Energy (Myanmar) Pte. Ltd.

MIC

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Republic of the Union of Myanmar Myanmar Investment Commission
Form (2)
Sr.No. 98
Date 19-3-2015

Permit No. 916/2015

Date 19th, March 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted SHALLOW WATER BLOCK (A-4) RAKHINE OFFSHORE AREA, RAKHINE STATE

(h) Amount of Foreign Capital US$ 297.30 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2022

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 297.30 MILLION

(k) Construction period YEAR 2015 TO YEAR 2022

(l) Validity of investment Permit 7 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD. & WOODSIDE ENERGY(MYANMAR) PTE. LTD. & MYANMAR PETROLEUM EXPLORATION & PRODUCTION COMPANY LIMITED

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
တာအမှတ် ၉၀
ရက်စွဲ ၁၉-၃-၂၀၁၈
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်အမှတ် ၉၁၆/၂၀၁၅ — ၂၀၁၅ ခုနှစ် မတ်လ ၁၆ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) **ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည်** — ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) **နိုင်ငံသား** — မြန်မာ

(ဂ) **နေရပ်လိပ်စာ** — ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) **ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ** — စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) **ဖွဲ့စည်းရာအရပ်** — မြန်မာနိုင်ငံ

(စ) **ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား** — ရေနံနှင့် သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) **ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ)** — ရခိုင်ကမ်းလွန်ဒေသ၊ ရေတိမ်ပိုင်း လုပ်ကွက် အမှတ် (A-4) ရခိုင်ပြည်နယ်

(ဇ) **နိုင်ငံခြားမတည်ငွေရင်းပမာဏ** — အမေရိကန်ဒေါ်လာ ၂၉၇.၃၀ သန်း

(ဈ) **နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ** — ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ်အထိ

(ည) **စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်)** — အမေရိကန်ဒေါ်လာ ၂၉၇.၃၀ သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) **တည်ဆောက်မှုကာလ** — ၂၀၁၅ ခုနှစ် မှ ၂၀၂၂ ခုနှစ်အထိ

(ဌ) **ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း** — ၇ နှစ်

(ဍ) **ရင်းနှီးမြှုပ်နှံမှုပုံစံ** — PRODUCTION SHARING CONTRACT

(ဎ) **မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်** — BG EXPLORATION & PRODUCTION MYANMAR PTE. LTD. & WOODSIDE ENERGY (MYANMAR)PTE. LTD. & MYANMAR PETROLEUM EXPLORATION & PRODUCTION COMPANY LIMITED

၁၆၊၃

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref: DICA-5(E)/003/ 2015(90) Tel: 95-1-658130
Date : 19th March 2015 Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block A-4 (Rakhine Offshore Area) in Rakhine State " under the name of "BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited"**

Reference: Ministry of Energy, Letter No. 008/903/Hta (95/2015) dated (10-2-2015).

1. The Myanmar Investment Commission, at its meeting (3 /2015) held on 27th February 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block A-4 (Rakhine Offshore Area) in Rakhine State " under the name of "BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited with the approval of the Cabinet of the Union Government, at its meeting (2/2015) held on 15th January 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Agreement, dated 5th November 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

BG Exploration & Production Myanmar Pte. Ltd.	(Singapore)	45%
Woodside Energy (Myanmar) Pte. Ltd.	(Singapore)	45%
Myanmar Petroleum Exploration & Production Company Limited	(Myanmar)	10%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years one time for first extension and 1 (one) year for second extension period.

5. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall pay to Signature Bonus of US $ 23.1 million (United States Dollar twenty three million and one hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Initial Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	600 feet or less		600 feet and up to 2,000 feet		More than 2,000 feet	
BOPD	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)	**MOGE** (%)	**CONT** (%)
0 - 25,000	60	40	60	40	55	45
25,001 - 50,000	65	35	65	35	60	40
50,001 - 100,000	80	20	75	25	65	35
100,001 - 150,000	85	15	80	20	75	25
Above 150,000	90	10	85	15	80	20

Natural Gas

Water Depth	600 feet or less		600 feet and up to 2,000 feet		More than 2,000 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	65	35	60	40	55	45
301 - 600	75	25	70	30	65	35
601 - 900	85	15	80	20	75	25
Above 900	90	10	90	10	80	20

8. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural

Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Value.

10. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall provide Training Fund to the amount of US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Exploration Period and US $ 150,000 (United States Dollar one hundred and fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent if the reserve is greater than 5 TCF Barrels of Oil equivalent.

12. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. BG Exploration & Production Myanmar Pte. Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

16. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall have to consult

with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and to report the Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

24. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited.

25. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Home Affairs
4. Ministry of Foreign Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population

8. Ministry of Energy
9. Ministry of Commerce
10. Ministry of Finance
11. Ministry of National Planning and Economic Development
12. Ministry of Labour, Employment and Social Security
13. Office of the Rakhine State Government
14. Director General, Department of Environmental Conservation
15. Director General, Immigration and National Registration Department
16. Managing Director, Myanma Oil and Gas Enterprise
17. Director General, Directorate of Trade
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Director General, Customs Department
21. Director General, Internal Revenue Department
22. Managing Director, Myanma Insurance
23. Director General, Directorate of Investment and Company Administration
24. Director General, Directorate of Labour
25. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
26. BG Exploration & Production Myanmar Pte. Ltd.
27. Woodside Energy (Myanmar) Pte. Ltd.
28. Myanmar Petroleum Exploration & Production Company Limited

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural Gas Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years one time for first extension and 1 (one) year for second extension period.

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(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
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13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

24. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Impact Assessment (EIA) and to report the Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

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25. BG Exploration & Production Myanmar Pte. Ltd. & Woodside Energy (Myanmar) Pte. Ltd. & Myanmar Petroleum Exploration & Production Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Central Bank of Myanmar
3. Ministry of Home Affairs
4. Ministry of Foreign Affairs
5. Ministry of Environmental Conservation and Forestry
6. Ministry of Electric Power
7. Ministry of Immigration and Population

Form (2)
Sr,No. 40
Date 10-2-2015

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 908/2015 Date 10th, February 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted DEEP WATER BLOCK (AD-10) RAKHINE OFFSHORE AREA, RAKHINE STATE

(h) Amount of Foreign Capital US$ 323.65 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2023

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 323.65 MILLION

(k) Construction period YEAR 2015 TO YEAR 2023

(l) Validity of investment Permit 8 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar STATOIL MYANMAR PRIVATE LIMITED & CONOCOPHILLIPS MYANMAR E & P PTE. LTD.

10/2

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

(စာအမှတ် ၄၀ ၊ ရက်စွဲ ၁၀-၂-၂၀၁၅)

ခွင့်ပြုမိန့်အမှတ် ၉၀၈/၂၀၁၅ — ၂၀၁၅ ခုနှစ် ဖေဖော်ဝါရီလ ၁၀ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) **ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည်** ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) **နိုင်ငံသား** မြန်မာ

(ဂ) **နေရပ်လိပ်စာ** ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) **ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ** စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) **ဖွဲ့စည်းရာအရပ်** မြန်မာနိုင်ငံ

(စ) **ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား** ရေနံနှင့်သဘာဝဓါတ်ငွေ့ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) **ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ)** ရခိုင်ကမ်းလွန်ဒေသ၊ ရေနက်ပိုင်း လုပ်ကွက်အမှတ် (AD-10) ရခိုင်ပြည်နယ်

(ဇ) **နိုင်ငံခြားမတည်ငွေရင်းပမာဏ** အမေရိကန်ဒေါ်လာ ၃၂၃.၆၅ သန်း

(ဈ) **နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ** ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ် အထိ

(ည) **စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်)** အမေရိကန်ဒေါ်လာ ၃၂၃.၆၅ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) **တည်ဆောက်မှုကာလ** ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ဌ) **ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း** ၈ နှစ်

(ဍ) **ရင်းနှီးမြှုပ်နှံမှုပုံစံ** PRODUCTION SHARING CONTRACT

(ဎ) **မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်** STATOIL MYANMAR PRIVATE LIMITED & CONOCOPHILLIPS MYANMAR E & P PTE. LTD.

၁၀/၂

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/002/ 2015(40) Tel: 95-1-658130
Date : 10th February 2015 Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block AD-10 (Rakhine Offshore Area) in Rakhine State " under the name of " Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd."**

Reference: Ministry of Energy, Letter No. 008/917/Hta (34/2015) dated (14-1-2015).

1. The Myanmar Investment Commission, at its meeting (2/2015) held on 31st January 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block AD-10 (Rakhine Offshore Area) in Rakhine State" under the name of "Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd." pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. with the approval of the Cabinet of the Union Government, at its meeting (1/2015) held on 1st January 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Understanding, dated 30th May 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Statoil Myanmar Private Limited	(Singapore)	50%
ConocoPhillips Myanmar E & P Pte. Ltd.	(Singapore)	50%

4. The permitted duration of the project shall be 20 (twenty) years from the date of completion of development in accordance with the development plan or

according to Petroleum (Crude Oil/ Natural Gas) Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years in one time for first extension and 1 (one) year for second extension period.

5. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall pay to Signature Bonus of US $ 5 million (United States Dollar five million only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	2,000 feet or less		more than 2,000 feet	
BOPD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 25,000	65	35	55	45
25,001 - 50,000	70	30	60	40
50,001 - 100,000	80	20	65	35
100,001 - 150,000	85	15	75	25
Above 150,000	90	10	80	20

Natural Gas

Water Depth	2,000 feet or less		more than 2,000 feet	
MMCFD	**MOGE (%)**	**CONT (%)**	**MOGE (%)**	**CONT (%)**
0 - 300	65	35	50	50
301 - 600	75	25	60	40
601 - 900	85	15	65	35
Above 900	90	10	70	30

8. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	US $(MILLION)
Upon approval of Development Plan	3.00
25,000 (for 90 consecutive days production)	5.00
50,000 (for 90 consecutive days production)	8.00
100,000 (for 90 consecutive days production)	10.00
150,000 (for 90 consecutive days production)	15.00
200,000 (for 90 consecutive days production)	20.00

Natural Gas

At MMCFD	US $(MILLION)
Upon approval of Development Plan	3.00
150 (for 90 consecutive days production)	5.00
300 (for 90 consecutive days production)	8.00
600 (for 90 consecutive days production)	10.00
750 (for 90 consecutive days production)	15.00
900 (for 90 consecutive days production)	20.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20% (twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90% (ninety) percent of the Fair Market Price.

10. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall provide Training Fund to the amount of US $ 200,000 (United States Dollar two hundred thousand only) per contract year for Exploration Period and US $ 250,000 (United States Dollar two hundred and fifty thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five)

percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent greater than 5 TCF Barrel of Oil equivalent.

12. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. In consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forward to the Commission.

16. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

17. The commercial date of operation shall be reported to the Commission.

18. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

19. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

20. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

21. Whenever Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 20(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

22. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

23. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

24. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

25. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the income of Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd.

26. Statoil Myanmar Private Limited & ConocoPhillips Myanmar E & P Pte. Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Foreign Affairs
4. Ministry of Environmental Conservation and Forestry
5. Ministry of Electric Power
6. Ministry of Immigration and Population
7. Ministry of Energy
8. Ministry of Commerce
9. Ministry of Finance
10. Ministry of National Planning and Economic Development
11. Ministry of Labour, Employment and Social Security
12. Office of the Rakhine State Government
13. Director General, Department of Environmental Conservation
14. Director General, Immigration and National Registration Department
15. Director General, Directorate of Trade
16. Managing Director, Myanma Oil and Gas Enterprise
17. Managing Director, Myanma Foreign Trade Bank
18. Managing Director, Myanma Investment and Commercial Bank
19. Director General, Customs Department
20. Director General, Internal Revenue Department
21. Managing Director, Myanma Insurance

22. Director General, Directorate of Investment and Company Administration
23. Director General, Directorate of Labour
24. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
25. Statoil Myanmar Private Limited
26. ConocoPhillips Myanmar E & P Pte. Ltd.

Form (2)
39
10-2.2015

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 907/2015

Date 10th, February 2015

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation MYANMAR

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted SAHLLOW WATER BLOCK (A-5) RAKHINE OFFSHORE AREA, RAKHINE STATE

(h) Amount of Foreign Capital US$ 277.85 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2023

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 277.85 MILLION

(k) Construction period YEAR 2015 TO YEAR 2023

(l) Validity of investment Permit 8 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar UNOCAL MYANMAR OFFSHORE CO., LTD. & ROYAL MARINE ENGINEERING CO., LTD.

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၉၀၇/၂၀၁၅ ၂၀၁၅ ခုနှစ် ဖေဖော်ဝါရီလ ၁၀ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) **ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည်** ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေးဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) **နိုင်ငံသား** မြန်မာ

(ဂ) **နေရပ်လိပ်စာ** ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) **ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ** စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) **ဖွဲ့စည်းရာအရပ်** မြန်မာနိုင်ငံ

(စ) **ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား** ရေနံနှင့်သဘာဝဓါတ်ငွေ့ ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) **ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ)** ရခိုင်ကမ်းလွန်ဒေသ၊ ရေတိမ်ပိုင်း လုပ်ကွက်အမှတ် (A-5)၊ ရခိုင်ပြည်နယ်

(ဇ) **နိုင်ငံခြားမတည်ငွေရင်းပမာဏ** အမေရိကန်ဒေါ်လာ ၂၇၇.၈၅ သန်း

(ဈ) **နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ** ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ် အထိ

(ည) **စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်)** အမေရိကန်ဒေါ်လာ ၂၇၇.၈၅ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) **တည်ဆောက်မှုကာလ** ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ဌ) **ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း** ၈ နှစ်

(ဍ) **ရင်းနှီးမြှုပ်နှံမှုပုံစံ** PRODUCTION SHARING CONTRACT

(ဎ) **မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်**
UNOCAL MYANMAR OFFSHORE CO., LTD. & ROYAL MARINE ENGINEERING CO., LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/001/ 2015(39) Tel: 95-1-658130

Date : 10th February 2015 Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block A-5 (Rakhine Area) in Rakhine State" under the name of "Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited."**

Reference: Ministry of Energy, Letter No. 008/917/Hta (34/2015) dated (14-1-2015).

1. The Myanmar Investment Commission, at its meeting (2/2015) held on 31st January 2015 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Shallow Water Block A-5 (Rakhine Area) in Rakhine State " under the name of "Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited" pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited with the approval of the Cabinet of the Union Government, at its meeting (1/2015) held on 1st January 2015.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Understanding, dated 18th October 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Unocal Myanmar Offshore Co., Ltd.	(Islands of Bermuda)	99%
Royal Marine Engineering Company Limited	(Myanmar)	1%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural

Gas Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after the signing of the production sharing contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years one time for first extension and 1 (one) year for second extension period.

5. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall pay to Signature Bonus of US $ 3.5 million (United States Dollar three million and five hundred thousand only) to Myanma Oil and Gas Enterprise within 30 days after entering into the Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall be allocated for Development and Production Area as follows:-

Crude Oil

Water Depth	600 feet or less		600 to 2,000 feet		More than 2,000 feet	
BOPD	MOGE (%)	CONT (%)	MOGE (%)	CONT (%)	MOGE (%)	CONT (%)
0 - 25,000	60	40	60	40	55	45
25,001 - 50,000	65	35	65	35	60	40
50,001 - 100,000	80	20	75	25	65	35
100,001 - 150,000	85	15	80	20	75	25
Above 150,000	90	10	85	15	80	20

Natural Gas

Water Depth	600 feet or less		600 to 2,000 feet		More than 2,000 feet	
MMCFD	MOGE (%)	CONT (%)	MOGE (%)	CONT (%)	MOGE (%)	CONT (%)
0 - 300	65	35	60	40	55	45
301 - 600	75	25	70	30	65	35
601 - 900	85	15	80	20	75	25
Above 900	90	10	90	10	80	20

8. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	US $(MILLION)
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	US $(MILLION)
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300 (for 90 consecutive days production)	3.00
600 (for 90 consecutive days production)	4.00
750 (for 90 consecutive days production)	5.00
900 (for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Price.

10. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall provide Training Fund to the amount of US $ 50,000 (United States Dollar fifty thousand only) per contract year for Exploration Period and US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Development and Production Period shall also provide

Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of Profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent greater than 5 TCF Barrel of Oil equivalent.

12. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h),(i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union.

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

16. The commercial date of operation shall be reported to the Commission.

17. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

18. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

19. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.

20. Whenever Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited brings in foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency in the manner stated in paragraph 19(b) mentioned above, the Inspection Certificate

endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

21. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

22. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall report to the Commission of any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

23. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Environmental Management Plan (EMP), Environmental Impact Assessment (EIA) and Social Impact Assessment (SIA) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted and to perform activities in accordance with these reports and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and regulations.

24. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc. shall only be made out of the

income of Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited.

25. Unocal Myanmar Offshore Co., Ltd. & Royal Marine Engineering Company Limited in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII , Rules 79 and 80 of the Foreign Investment Law.

(Zay Yar Aung)
Chairman

Director General
Energy Planning Department

cc: 1. Office of the Union Government of the Republic of the Union of Myanmar
2. Ministry of Foreign Affairs
3. Ministry of Home Affairs
4. Ministry of Environmental Conservation and Forestry
5. Ministry of Electric Power
6. Ministry of Immigration and Population
7. Ministry of Energy
8. Ministry of Commerce
9. Ministry of Finance
10. Ministry of National Planning and Economic Development
11. Ministry of Labour, Employment and Social Security
12. Office of the Rakhine State Government
13. Director General, Department of Environmental Conservation
14. Director General, Immigration and National Registration Department
15. Director General, Directorate of Trade
16. Managing Director, Myanma Oil and Gas Enterprise
17. Managing Director, Myanma Foreign Trade Bank
18. Managing Director, Myanma Investment and Commercial Bank

19. Director General, Customs Department
20. Director General, Internal Revenue Department
21. Managing Director, Myanma Insurance
22. Director General, Directorate of Investment and Company Administration
23. Director General, Directorate of Labour
24. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)
25. Unocal Myanmar Offshore Co., Ltd.
26. Royal Marine Engineering Company Limited

(27)

Form (2)

Sr. No. 152-C
Date 30-12-2014

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No.881/2014 Date 30th, December 2014

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub - section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DIRECTOR GENERAL, ENERGY PLANNING DEPARTMENT, MINISTRY OF ENERGY

(b) Citizenship MYANMAR

(c) Address BUILDING NO. 6, NAY PYI TAW

(d) Name and Address of Principal Organization MINISTRY OF ENERGY, BUILDING NO. 6, NAY PYI TAW

(e) Place of incorporation BUILDING NO. 6, NAY PYI TAW

(f) Type of Investment Business EXPLORATION & PRODUCTION OF CRUDE OIL AND NATURAL GAS

(g) Place(s) at which investment is permitted DEEP WATER BLOCK (MD-5) TANINTHAYI OFFSHORE AREA, TANINTHAYI REGION

(h) Amount of Foreign Capital US$ 457.12 MILLION

(i) Period for Foreign Capital brought in YEAR 2015 TO YEAR 2023

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 457.12 MILLION

(k) Construction period YEAR 2015 TO YEAR 2023

(l) Validity of investment Permit 8 YEARS

(m) Form of investment PRODUCTION SHARING CONTRACT

(n) Name of Company incorporated in Myanmar SHELL MYANMAR ENERGY PTE. LTD. & MOECO ASIA SOUTH PTE. LTD.

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၈၈၁/၂၀၁၄ ၂၀၁၄ ခုနှစ် ဒီဇင်ဘာလ ၃၀ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူအမည် ညွှန်ကြားရေးမှူးချုပ်၊ စွမ်းအင်စီမံရေး ဦးစီးဌာန၊ စွမ်းအင်ဝန်ကြီးဌာန

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ စွမ်းအင်ဝန်ကြီးဌာန၊ ရုံးအမှတ် (၆)၊ နေပြည်တော်

(င) ဖွဲ့စည်းရာအရပ် ရုံးအမှတ် (၆)၊ နေပြည်တော်

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ရေနံနှင့်သဘာဝဓါတ်ငွေ့ရှာဖွေ၊ တူးဖော်၊ ထုတ်လုပ်ရေးလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) တနင်္သာရီကမ်းလွန်ဒေသ၊ ရေနက်ပိုင်း လုပ်ကွက်အမှတ် (MD-5)၊ တနင်္သာရီတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ အမေရိကန်ဒေါ်လာ ၄၅၇.၁၂ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ည) စုစုပေါင်းမတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၄၅၇.၁၂ သန်း နှင့်ညီမျှသောမြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၂၀၁၅ ခုနှစ် မှ ၂၀၂၃ ခုနှစ်အထိ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၈ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ PRODUCTION SHARING CONTRACT

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်
SHELL MYANMAR ENERGY PTE. LTD. & MOECO ASIA SOUTH PTE. LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No.(1), Thitsar Road, Yankin Township, Yangon

Our ref : DICA-5(E)/021/ 2014(152 - C) Tel: 95-1-658130
Date : 30th December 2014. Fax: 95-1-658142

Subject: **Decision of the Myanmar Investment Commission on the Proposal for " Exploration and Production of Crude Oil & Natural Gas for Deep Water Block MD-5 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd."**

Reference: Ministry of Energy, Letter No. 008/916/Hta (972/2014) dated (18-11-2014).

1. The Myanmar Investment Commission, at its meeting (28/2014) held on 12th December 2014 had reviewed the proposal and resolved to permit for investment in "Exploration and Production of Crude Oil & Natural Gas for Deep Water Block MD-5 (Taninthayi Offshore Area) in Taninthayi Region" under the name of "Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd." pursuant to the Production Sharing Contract to be signed between Myanma Oil and Gas Enterprise and Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. with the approval of the Cabinet of the Union Government, at its meeting (22/2014) held on 5th November 2014.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. Subject to the provision of the Memorandum of Co-operation, dated 29th October 2013, the participating interests of the parties in respect of the Production Sharing Contract (PSC) shall be as follows:

Shell Myanmar Energy Pte. Ltd.	(Singapore)	90%
MOECO Asia South Pte. Ltd.	(Singapore)	10%

4. The permitted duration of the project shall be 20 (Twenty) years from the date of completion of development or the expiration of the Crude Oil/ Natural

Gas Sales Agreement, whichever is longer. An initial preparation period shall be 6 (six) months after signing of the contract and may be extended to a certain period. The exploration period shall be 3(three) consecutive years and extendable 2 (two) years one time for first extension and 1 (one) year for second extension period.

5. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall pay 12.5% royalty to the Government of the value of Available Petroleum from the Contract Area.

6. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall pay Signature Bonus of US $ 31 million (United States Dollar thirty-one million only) to Myanma Oil & Gas Enterprise within 30 days after entering into the Exploration Period.

7. Production Split between Myanma Oil and Gas Enterprise and Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall be allocated for Development and Production Area as follows:

Crude Oil

Water Depth	2,000 feet or less		more than 2,000 feet	
BOPD	**MOGE(%)**	**CONT (%)**	**MOGE(%)**	**CONT (%)**
0 - 25,000	60	40	55	45
25,001 - 50,000	65	35	60	40
50,001 - 100,000	75	25	65	35
100,001 - 150,000	80	20	75	25
Above 150,000	85	15	80	20

Natural Gas

Water Depth	2,000 feet or less		more than 2,000 feet	
MMCFD	**MOGE(%)**	**CONT (%)**	**MOGE(%)**	**CONT (%)**
0 - 300	60	40	55	45
301 - 600	70	30	60	40
601 - 900	80	20	70	30
Above 900	90	10	75	25

8. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall pay Production Bonus to Myanma Oil and Gas Enterprise with respect to each Crude Oil and Natural Gas development and production area as follows:

Production Bonus

Crude Oil

At BOPD	**US $(MILLION)**
Upon approval of Development Plan	1.00
25,000 (for 90 consecutive days production)	2.00
50,000 (for 90 consecutive days production)	3.00
100,000 (for 90 consecutive days production)	4.00
150,000(for 90 consecutive days production)	5.00
200,000(for 90 consecutive days production)	10.00

Natural Gas

At MMCFD	**US $(MILLION)**
Upon approval of Development Plan	1.00
150 (for 90 consecutive days production)	2.00
300(for 90 consecutive days production)	3.00
600(for 90 consecutive days production)	4.00
750(for 90 consecutive days production)	5.00
900(for 90 consecutive days production)	10.00

9. After the commencement of commercial production of Crude Oil, shall fulfil as its obligation 20%(twenty) percent of Crude Oil and 25% (twenty five) percent of Natural Gas toward the supply of the domestic Crude Oil and Natural Gas market in Myanmar. Myanma Oil and Gas Enterprise shall pay the price equivalent of 90%(ninety) percent of the Fair Market Price.

10. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall provide Training Fund to the amount of US $ 50,000 (United States Dollar fifty thousand only) per contract year for Exploration Period and US $ 100,000 (United States Dollar one hundred thousand only) per contract year for Development and Production Period shall also provide Research and Development Fund to the amount of 0.5% (zero point five) percent of its share of profit Petroleum in favour of Myanma Oil and Gas Enterprise.

11. Myanma Oil and Gas Enterprise shall have the right to demand from Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. 20% (twenty) percent undivided interest after commercial discovery and may extend up to 25% (twenty five) percent greater than 5 TCF Barrel of Oil equivalent.

12. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. is liable to pay the Government the following tranches out of the net profit made on the sale or transfer of the shares in the Company.

(a)	If the amount of Net Profit is up to and including US$ 100 million (United States Dollars one hundred million only)	40%
(b)	If the amount of Net Profit is between US$ 100 million and US$ 150 million (United States Dollar one hundred million only and United States Dollar one hundred and fifty million only)	45%
(c)	If the amount of Net Profit is over US$ 150 million (United States Dollar one hundred and fifty million only)	50%

13. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a), (e), (h), (i) and (k) of the Foreign Investment Law. Other exemptions and reliefs under Chapter XII, section 27 shall have to be applied upon the actual performance of the project;

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section 27(e), right to pay income tax on the income of foreigners at the rates applicable to the citizens residing within the Union;

(c) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for use during the period of construction of business;

(d) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(e) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

14. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall have to sign the Production Sharing Contract with Myanma Oil and Gas Enterprise. After signing the Agreement, (5) copies shall have to be forwarded to the Commission.

15. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit", it shall become null and void.

16. The commercial date of operation shall be reported to the Commission.

17. Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall endeavour to meet the targets for Exploration and Production of Crude Oil & Natural Gas stated in the proposal as the minimum target.

18. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal Shell Myanmar Energy Pte. Ltd. & MOECO Asia South Pte. Ltd. shall have to consult with Directorate of Labour, Ministry of Labour, Employment and Social Security for appointment of such foreign experts and technicians.

19. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Foreign Investment Law, it is compulsory to report as early as possible in the following manner:

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of the Foreign Investment Law, other than foreign currency.